

# EXHIBIT 163

REDACTED PUBLIC  
VERSION

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**From:** Brenley Brotman  
**Sent:** Monday, October 10, 2005 10:19 PM  
**To:** Steve Sullivan; Amir Dramen  
**Subject:** RE: [REDACTED]

We are offering a Project position (with benefits). Originally, we were going to have this person focus on R&D and pick up some of the IT openings in Kevin's world. This person would be a dedicated resource only Cliff's team as a whole.

If it turns out that you, Kevin and Cliff only need this person for a short time, we could potentially absorb this person elsewhere in the business.

We will tell [REDACTED] the full story before we sign her up.

Steve, do you want to chat with Cliff first to see if he'd like to meet her?

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**From:** Steve Sullivan  
**Sent:** Mon 10/10/2005 3:17 PM  
**To:** Amir Dramen; Brenley Brotman  
**Subject:** RE: [REDACTED]

OK, we'd officially like to go with [REDACTED] but I think the original plan was for Cliff to meet the recruiter for final signoff. BTW, are you offering a full-time permanent position, or a contract, or full focus on R&D first and then focus elsewhere later, or something else?

Thanks,  
steve

-----Original Message-----

**From:** Amir Dramen  
**Sent:** Monday, October 10, 2005 1:27 PM  
**To:** Steve Sullivan; Brenley Brotman  
**Subject:** RE: [REDACTED]

Steve, that's correct. He was offered a role on the games side and we're waiting to hear back.

-----Original Message-----

**From:** Steve Sullivan  
**Sent:** Monday, October 10, 2005 1:18 PM  
**To:** Amir Dramen; Brenley Brotman  
**Subject:** RE: [REDACTED]

I hadn't discussed our choice with the team yet, that's what I'm doing now. A couple of them preferred [REDACTED] but I guess he's off the table now?

-----Original Message-----

**From:** Amir Dramen  
**Sent:** Monday, October 10, 2005 12:35 PM  
**To:** Steve Sullivan; Brenley Brotman  
**Subject:** RE: [REDACTED]

Steve, we liked [REDACTED] as well, but because [REDACTED] came out on top for your team, on Friday we went ahead and offered him a recruiting opportunity with Arts.

-----Original Message-----

**From:** Steve Sullivan  
**Sent:** Sunday, October 09, 2005 6:20 PM  
**To:** Brenley Brotman; Amir Dramen  
**Subject:** RE: [REDACTED]

How about [REDACTED] compared to those two?

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**From:** Brenley Brotman  
**Sent:** Fri 10/7/2005 12:43 PM  
**To:** Amir Dramen; Steve Sullivan  
**Subject:** RE: [REDACTED]

I would agree. [REDACTED] seems like she'd be a tad more flexible and may be easier to work with.

Brenley Brotman  
Lucasfilm Ltd.  
(415) 746-5889 direct  
(415) [REDACTED] mobile

-----Original Message-----

**From:** Amir Dramen  
**Sent:** Friday, October 07, 2005 8:57 AM  
**To:** Steve Sullivan  
**Cc:** Brenley Brotman  
**Subject:** [REDACTED]

Steve,  
I think either could add lots of value, but the styles would differ a good deal. [REDACTED] is more personable, and my hunch is that she'd partner with you and the team more closely than [REDACTED] would. [REDACTED] also gave me the impression that she's really committed to understanding the tech side, that she's more flexible with ambiguous situations, and that she's more of a workhorse. That said, [REDACTED] did some great work with the Discreet SW group at Autodesk. It's a tough call, but if I had to vote, I'd go with [REDACTED]

Brenley?

Amir

-----Original Message-----

**From:** Steve Sullivan  
**Sent:** Thursday, October 06, 2005 7:53 PM  
**To:** Amir Dramen  
**Subject:** RE: status on R&D offers

I'm actually out tomorrow, so email is fine and I'll sign monday.  
And yep, fully benefitted.

I'll have to follow up with the guys on [REDACTED]  
I liked her a lot as well, but she so different from [REDACTED]  
Might be a tough choice. Pretty sure we like both her and [REDACTED] over [REDACTED] by a small margin.

What are your and Brenley's impressions of them and their background. Your thoughts matter as much as ours, since you know what to look for and will have to be working with them as well.

later,  
steve

> -----Original Message-----

> From: Amir Dramen

> Sent: Thursday, October 06, 2005 7:47 PM

> To: Steve Sullivan

> Subject: RE: status on R&D offers

>

>

> Ok. We'll get the letter drafted for your sig tomorrow. Are

> you going to be around?

> At the very least we can run it by you via e-mail and send

> [REDACTED] a soft copy.

>

> One last question-- he gets benefits with this contract, correct?

>

> Thanks,

> Amir

>

>

> -----Original Message-----

> From: Steve Sullivan

> Sent: Thu 10/6/2005 7:40 PM

> To: Amir Dramen

> Subject: RE: status on R&D offers

>

> Nope, there's not a \$15K signing bonus, just \$5K per year for

> each of 3 years.

> The first \$5K would be paid when he signed, effectively being

> a signing bonus.

>

> thanks,

> steve

>

>

>> -----Original Message-----

>> From: Amir Dramen

>> Sent: Thursday, October 06, 2005 5:20 PM

>> To: Steve Sullivan

>> Subject: RE: status on R&D offers

>>

>>

>> Steve,

>>

>> So to be crystal clear, it would be:

>>

>> project hire- 3 year term

>> 110K annual salary

>> 15K signing bonus (this is paid within the first few weeks of

>> his being here)

>> 5K additional bonus guaranteed on 1st year anniversary date

>> guaranteed 5% annual increase

>>

>> Thanks,

>> Amir  
>>  
>>  
>> -----Original Message-----  
>> From: Steve Sullivan  
>> Sent: Thursday, October 06, 2005 4:03 PM  
>> To: Amir Dramen  
>> Subject: RE: status on R&D offers  
>>  
>>  
>>  
>> Close, only \$5K bonus first year. 5% annual raise is what  
>> the contract stipulates, so we should be able to put that in  
>> writing to him. I believe \$5K annual bonus would be paid on  
>> anniversary of start date.  
>>  
>> Thanks,  
>> steve  
>>  
>>  
>>  
>>> -----Original Message-----  
>>> From: Amir Dramen  
>>> Sent: Thursday, October 06, 2005 3:29 PM  
>>> To: Steve Sullivan  
>>> Subject: RE: status on R&D offers  
>>>  
>>>  
>>> Steve, just to confirm:  
>>>  
>>> \*project-hire (3 year term)  
>>> \*110K annual salary  
>>> \*15K signing bonus  
>>> \*guaranteed 5% annual raise - I'll need to check in with HR  
>>> on this...not sure if we can put that in a letter.  
>>> \*5K bonus guaranteed for the next two years- when would this  
>>> be paid out?  
>>>  
>>> Anything missing?  
>>> Amir  
>>>  
>>> -----Original Message-----  
>>> From: Steve Sullivan  
>>> Sent: Thursday, October 06, 2005 3:18 PM  
>>> To: Cliff Plumer  
>>> Cc: Amir Dramen  
>>> Subject: RE: status on R&D offers  
>>>  
>>>  
>>> Yep, the offer would be take it or leave it.  
>>> I've made the offer verbally already.  
>>> [REDACTED] can you get the offer out in writing and let us know  
>>> when we'd expect [REDACTED] to receive it?  
>>>  
>>> thanks,  
>>> steve  
>>>  
>>>  
>>>  
>>>> -----Original Message-----  
>>>> From: Cliff Plumer

>>>> Sent: Thursday, October 06, 2005 2:31 PM  
>>>> To: Steve Sullivan  
>>>> Cc: Amir Dramen  
>>>> Subject: Re: status on R&D offers  
>>>>  
>>>>  
>>>> For signing a contract, we have been offering 15k  
>>>> We can make him the offer, but we can not negotiate with  
>>>> Pixar. The offer is take it or leave it.  
>>>> Let me know when you have made the offer officially and I  
>>>> will call Pixar  
>>>>  
>>>> Cliff  
>>>> -----  
>>>> Sent from my BlackBerry Wireless Handheld  
>>>>  
>>>>  
>>>> -----Original Message-----  
>>>> From: Steve Sullivan <sullivan@ilm.com>  
>>>> To: Cliff Plumer <cap@lucasfilm.com>  
>>>> CC: Amir Dramen <Amir.Dramen@lucasfilm.com>  
>>>> Sent: Thu Oct 06 14:06:09 2005  
>>>> Subject: RE: status on R&D offers  
>>>>  
>>>> What counts as formal notification?  
>>>> We need to get the written offer out to [REDACTED]  
>>>>  
>>>> thanks,  
>>>> steve  
>>>>  
>>>>  
>>>> -----Original Message-----  
>>>> From: Amir Dramen  
>>>> Sent: Wednesday, October 05, 2005 9:53 AM  
>>>> To: Steve Sullivan  
>>>> Subject: RE: status on R&D offers  
>>>>  
>>>>  
>>>> Sure, I'll hold off. I believe he let his manager know  
>>>> a while ago that he's talking to us, so it might be OK.  
>>>> I'll double check with Brenley, too.  
>>>>  
>>>> Was he positive about the revised offer?  
>>>>  
>>>> Amir  
>>>>  
>>>> -----Original Message-----  
>>>> From: Steve Sullivan  
>>>> Sent: Tuesday, October 04, 2005 8:21 PM  
>>>> To: Amir Dramen; Cliff Plumer  
>>>> Subject: RE: status on R&D offers  
>>>>  
>>>>  
>>>> Actually Amir, hang tight before sending a  
>>>> written offer, we need to alert Pixar when we're making their  
>>>> employees an offer (we already made him a verbal one, and I  
>>>> ran through the offer below with him on the phone... my  
>>>> mistake).  
>>>>  
>>>> Cliff, is that you, or Sharon, or who? Can you

>>>> let us know if it's going to take more than a few days, so we  
>>>> can give [REDACTED] a heads-up about any delay?

>>>>  
>>>> Also Cliff, is this bonus structure OK to  
>>>> offer? I didn't remember whether it was \$15K total or  
> \$20K total?

>>>> If it's \$15K and I need to pull back, do I have  
>>>> flexibility in how I distribute that over the years?

>>>>  
>>>> Thanks,  
>>>> steve

>>>>  
>>>>

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>>>>  
>>>> From: Steve Sullivan  
>>>> Sent: Fri 9/30/2005 9:54 PM  
>>>> To: Amir Dramen  
>>>> Subject: RE: status on R&D offers

>>>>  
>>>> Talked to Cliff today, and he said the main  
>>>> route to a better offer would be offering a contract.  
>>>> I could go something like \$110K plus \$10K  
>>>> first-year bonus plus guaranteed 5% raise and \$5K bonus for  
>>>> two more years (totaling a 3-year contract). That's a MAJOR  
>>>> stretch for [REDACTED] but I feel he could be worth it. If he  
>>>> didn't budge for that, we definitely wouldn't want him.

>>>>  
>>>> I should probably discuss this with him  
>>>> myself... can you help arrange a call?

>>>>  
>>>> thanks,  
>>>> steve

>>>>  
>>>>

>>>> -----Original Message-----  
>>>> From: Amir Dramen  
>>>> Sent: Friday, September 30,  
> 2005 11:28 AM  
>>>> To: Steve Sullivan  
>>>> Subject: RE: status on R&D offers

>>>>  
>>>>

>>>> Steve,  
>>>> [REDACTED] is looking for a higher base and  
>>>> signing bonus that would compete with his current comp. I'm  
>>>> not sure if we can stretch as far as we'll need to get him  
>>>> (he does have that Pixar stock...), but maybe just showing  
>>>> flexibility on our end will help.

>>>>  
>>>> I will talk to [REDACTED] about 115K max.

>>>>  
>>>> Thanks,  
>>>> Amir

>>>>  
>>>>

>>>> -----Original Message-----  
>>>> From: Steve Sullivan  
>>>> Sent: Thursday, September 29,  
>>>> 2005 8:25 PM  
>>>> To: Amir Dramen

[illegible]